

BRISTOL MYERS SQUIBB CO

Form 4

March 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGOLDRICK JOHN L

2. Issuer Name **and** Ticker or Trading
Symbol
BRISTOL MYERS SQUIBB CO
[(BMY)]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
345 PARK AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2005

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP & General Counsel

NEW YORK, NY 10154

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.10 par value	03/01/2005		M	126,198	A \$ 14.74	288,490	D
Common Stock, \$0.10 par value	03/01/2005		F	73,085 (1)	D \$ 0	215,405	D
Common Stock, \$0.10 par value	03/01/2005		F	18,634 (2)	D \$ 0	196,771	D

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Common
Stock,
\$0.10 par
value

03/01/2005

A

14,250
(3)

A

\$ 0

211,021

D

Common
Stock,
\$0.10 par
value

2,403.78 (4)

I

By BMY
Savings &
Investment
Program

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Executive Option (right to buy)	\$ 25.45	03/01/2005		A		85,500		<u>(5)</u>	02/28/2015	Common Stock, \$0.10 par value	8
Option (right to buy)	\$ 14.74	03/01/2005		M		126,198		03/07/1999	03/06/2005	Common Stock, \$0.10 par value	1

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCGOLDRICK JOHN L
345 PARK AVENUE
NEW YORK, NY 10154

EVP & General Counsel

Signatures

By: /s/ Sonia Vora,
Attorney-in-Fact

03/03/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares withheld for payment of exercise price.
- (2) Shares withheld for payment of taxes upon exercise of stock option.
- (3) Shares consist of restricted stock with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.
- (4) Based on a plan statement as of the end of the most recent fiscal quarter.

Option is not exercisable until the earlier of (i) the closing share price of common stock achieving a price of at least 15% above the option

- (5) grant price and remaining at that price for seven consecutive trading days or (ii) the ninth anniversary of the grant date. Shares underlying option vest 25% a year, on a cumulative basis, commencing one year after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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